

ASSETWISE

Nomination and Remuneration Committee Charter

AssetWise Public Company Limited

1. Objectives

To oversee and be responsible for the selection of individuals qualified for the positions of Directors and the Chief Executive Officer of the company. The tasks include determining remuneration, clearly and transparently considering and reviewing remuneration payment criteria, and proposing the screened individuals to the Board of Directors prior to further submission to the shareholders' meeting.

2. Composition

2.1 Nomination and Remuneration Committee shall consist of at least 3 directors.

2.2 The Chairman of the Nomination and Remuneration Committee shall be an independent director for transparency and independence in performing duties.

3. Eligibility

3.1 Being eligible and not having any prohibited characteristics under the Public Limited Company Law and other relevant laws.

3.2 Members of the Nomination and Remuneration Committee who are independent directors shall have all the qualifications stipulated by the Notification of the Capital Market Supervisory Board and shall also abide by the principles of good corporate governance of the company.

3.3 The Nomination and Remuneration Committee shall retain knowledge, ability, and experience that are beneficial to their performance as a member of the Nomination and Remuneration Committee.

3.4 Members of the Nomination and Remuneration Committee, to achieve the objectives, shall be able to devote sufficient time to perform their duties as the Nomination and Remuneration Committee.

4. Appointment, Term of Office, and Termination of Office

4.1 Appointment

1) The Nomination and Remuneration Committee shall be appointed by the Board of Directors.
2) The Chairman of the Nomination and Remuneration Committee may be appointed by the Board of Directors or by the Nomination and Remuneration Committee itself selecting one of its members to be the Chairman of the committee.
3) The Nomination and Remuneration Committee shall appoint a secretary for the committee in order to support the performance of the Nomination and Remuneration Committee regarding meeting appointments, preparing meeting agendas, submitting supporting documents for the meeting as well as recording the minutes of the meeting.

4.2 Term of Office

1) The Nomination and Remuneration Committee shall have 3-year term of office. Members of the committee may be reappointed if approved by the company's Board of Directors.
2) In the event that any position in the Nomination and Remuneration Committee is vacant due to any reason other than the ordinary completion of the term of office, the Board of Directors shall appoint a qualified person to be a member of the Nomination and Remuneration Committee so that it has the required number as specified by the Board of Directors in this charter.

4.3 Termination of office

1) Members of the Nomination and Remuneration Committee shall vacate the office upon:
   1.1) Completion of the term of office;
   1.2) Termination of office;
   1.3) Death;
   1.4) Resignation;
   1.5) Being disqualified or prohibited under the Public Limited Companies Act;
   1.6) Being terminated by the Board of Directors' resolution
2) Any member of the Nomination and Remuneration Committee wishing to resign from his/her position shall submit a resignation letter to the Chairman of the Board of Directors. The resignation shall be effective as of the date the resignation letter reaches the company.

5. Scope of Duties and Responsibilities

5.1 Recruitment Practices

1) Determine policies, criteria, and methods for recruiting qualified individuals to be company's directors, Chief Executive Officer or high-level executives, including selecting and nominating qualified persons to propose to the Board of Directors and/or the shareholders' meeting for approval to be the company's director, Chief Executive Officer or senior management of the company taking into account the diversity of knowledge, expertise, skills, and experience that are beneficial to the company's business operations.
2) Consider the structure, size, and composition of the Board of Directors so that it can be appropriate with the company's strategy and the currently changing situation.
3) Encourage the company to provide an opportunity for minority shareholders to propose names of persons to be nominated as directors of the company prior to the shareholders' meeting.
4) Consider, review, and select the qualified company's directors to be members of the sub-committees to propose to the Board of Directors for further appointments whenever there is a vacant position.
5) Consider and review the company's Chief Executive Officer succession plans, shortlist eligible individuals and propose to the Board of Directors for further appointments whenever there is a vacant position.

5.2 Performance of Selection and Remuneration

1) Consider and provide opinions on the structure and elements of remuneration for the committee and sub-committees annually.
2) Establish appropriate remuneration criteria for the committee and sub-committees in accordance with experience, roles, duties, and responsibilities and propose to the Board of Directors for their opinions before proposing to the shareholders' Annual General Meeting for further consideration and approval.
3) Consider, approve, and review the criteria for evaluating the performance of the Board of Directors.
4) Consider, approve, and review the structure, criteria, and elements of remuneration for the Chief Executive Officer, and senior management annually.
5) Conduct annual performance assessment of the Chief Executive Officer and senior management and use the results to determine the appropriate compensation for the Chief Executive Officer.
6) Seek professional opinions from third parties or organizations for independent consultation or advice on the nomination and remuneration for the Nomination and Remuneration Committee.

6. Meeting

6.1 Nomination and Remuneration Committee Shall meet at least two a year.

6.2 The Chairman of the Nomination and Remuneration Committee may call a special meeting upon request of the Nomination and Remuneration Committee or the Chairman of the Board of Directors to consider any issue that requires mutual discussion.

6.3 The meeting of the Nomination and Remuneration Committee shall, to form a quorum, consist of no less than half of the members of the Nomination and Remuneration Committee.

6.4 The Chairman of the Nomination and Remuneration Committee acts as the Chairman of the meeting. Provided that, at any meeting, the Chairman of the Nomination and Remuneration Committee is absent or unable to perform his/her duties, the other members of the Nomination and Remuneration Committee present at the meeting shall elect one of the Nomination and Remuneration Committee members to chair the meeting.

6.5 Decisions of the Nomination and Remuneration Committee meeting shall be made final by a majority of votes. Each member of the Nomination and Remuneration Committee has one vote. In case where the votes are tie, the Chairman of the meeting shall have one more vote as a deciding vote.

6.6 The Nomination and Remuneration Committee shall have the power to invite the company's management or any person related to the company to give opinions and provide relevant information at the meeting.

6.7 Any member of the Nomination and Remuneration Committee who has any interest in any matter that is about to have a resolution shall have no voting right and shall leave the meeting upon considering such agenda.

6.8 The secretary of the Nomination and Remuneration Committee shall submit a meeting invitation letter and agenda related documents to the Nomination and Remuneration Committee at least 7 days prior to the meeting. However, in urgent cases, to preserve the benefit of the company, the committee may be notified less than such specified period of time.

7. Reporting

The Nomination and Remuneration Committee directly reports to the company's Board of Directors, and it has the constant duty to report their performance or significant obstacles to the Board of Directors and the company's shareholders' meeting so that they can acknowledge the performance, potential risks or matters that need to be taken into consideration and be aware of as to significant corporate governance issues as well as factors that may affect the operations of the company in the future. Nevertheless, in urgent cases, the Nomination and Remuneration Committee may report to the Board of Directors prior to the next meeting of the company's Board of Directors.

8. Performance Evaluation

The Nomination and Remuneration Committee shall evaluate its own performance and shall be annually evaluated by the company's Board of Directors. The evaluation result as well as problems and obstacles that interfere with the achievement of its operation (if any) shall also be reported to the Board of Directors.

Notified on this 12th day of December 2024

(Mr. Sarawut Charuchinda)
Chairman of the Board
AssetWise Public Company Limited